

SURFACE TRANSPORTATION BOARD

CHARTER OF THE

NATIONAL GRAIN CAR COUNCIL

ARTICLE I

ESTABLISHMENT

- Section 1.1** The Chairman of the Surface Transportation Board (“the Board”), having determined with the concurrence of the members of the Board that it is in the public interest in connection with the performance of the duties of the Board with regard to the adequacy of grain car supplies under 49 U.S.C. 11121, et seq., and 49 U.S.C. 721, renews the National Grain Car Council (NGCC), pursuant to the Federal Advisory Committee Act, 5 U.S.C. App. 2.

ARTICLE II

FUNCTION

- Section 2.1** Balancing the needs of transportation interests, car owners and suppliers, grain shippers and receivers, consumers of grain at various levels, and the public in general, the NGCC shall conduct a continuing dialogue to provide advice and guidance to the Board, and to provide a forum for the resolution of disputes and controversies, regarding the transportation of grain. Any final resolution of matters subject to the jurisdiction of the Board shall be approved by the Board.
- Section 2.2** The NGCC shall, on request by the Board or the public, suggest to the Board appropriate policies or regulations to be adopted with regard to grain car supply and distribution.
- Section 2.3** The NGCC will function solely as an advisory body, and will comply with the provisions of the Federal Advisory Committee Act.

ARTICLE III

MEMBERSHIP

- Section 3.1** The NGCC shall consist of not less than 40 members, excluding the governmental representatives identified in paragraphs 3.2 and 4.2. There will be a balanced representation of executives knowledgeable in the transportation of grain, including not less than 14 members from the Class I railroads (one marketing and one car management representative from each Class I), 7 representatives from Class II and III carriers, 14 representatives from grain shippers and receivers, and 5 representatives from private car owners and car manufacturers.
- Section 3.2** The Chairman and Vice Chairman of the Board shall serve as ex-officio members of the NGCC.
- Section 3.3** The Chairman of the Board will solicit nominations for the NGCC from appropriate carrier, shipper, grain elevator, car lessor, and consumer organizations and associations.
- Section 3.4** Members of the NGCC shall be selected by the Chairman of the Board, with the concurrence of a majority of the members of the Board, from the nominees reference in paragraph 3.3.
- Section 3.5** Members will be invited to serve for a term of two (2) years. Members may serve more than one term.
- Section 3.6** The Chairman of the Board may invite representatives from the U.S. Departments of Agriculture and Transportation to serve on the NGCC in advisory capacities. These representatives shall have no vote.

ARTICLE IV

OFFICERS

- Section 4.1** The officers of the NGCC shall consist of a Chairman, a Co-Chairman, a Vice Chairman, a Secretary, and such other officers as deemed necessary by the NGCC. Chairmanship and Vice Chairmanship of the NGCC will rotate among the different groups represented on the NGCC. At no time will both the Chairman and the Vice Chairman of the NGCC be a member of the same interest group or organization.
- Section 4.2** The Vice Chairman of the Board shall be designated Council Co-Chairman.

- Section 4.3** The Chairman and Vice Chairman of the NGCC will be elected by a majority vote of those members present at a meeting of the NGCC at which such election is part of the agenda, and serve a term of two (2) years.
- Section 4.4** If a vacancy in either of these offices occurs, notice shall be provided that the vacancy shall be filled by election at the next regular or special meeting of the NGCC.
- Section 4.5** The Chairman of the NGCC shall be responsible for the management of the NGCC. In consultation with the Designated Federal Official (DFO) and the Council Co-Chairman, the Chairman may establish subcommittees, and appoint members thereof.
- Section 4.6** The Vice Chairman of the NGCC shall have such powers and duties as may be delegated by the NGCC Chairman, and in the absence or disability of the Chairman, shall exercise all the duties and powers granted to the Chairman.

ARTICLE V

FUNDING

- Section 5.1** As budgetary constraints do not allow the use of government funds to compensate members or reimburse them for travel and expenses, members shall serve without compensation and without reimbursement of travel expenses unless reimbursement of such expenses is authorized in advance by the Director of Administration of the Board. The Director shall have the discretion to consider the financial hardship travel would impose on a particular participant in deciding whether to reimburse that participant for travel expenses.

ARTICLE VI

MEETINGS

- Section 6.0** Meetings shall be held no less than one (1) time a year, a time determined by the Chairman of the NGCC with the advance approval of the Co-Chairman and the DFO. Additional meetings may be called by the Chairman with the approval of the Co-Chairman and the DFO.
- Section 6.1** The Designated Federal Official shall be present at all meetings.

- Section 6.2** Meetings shall be called on at least 15 days' notice. In exceptional circumstances, meetings may be held on less than 15 days' notice.
- Section 6.3** Appropriate notice shall be published in accordance with applicable laws.
- Section 6.4** Meetings shall be held in Washington, D.C., unless another location is deemed necessary by the Chairman of the NGCC in consultation with the DFO and the Co-Chairman.
- Section 6.5** Meetings shall be open to the public, except that all or part of a meeting may be closed to the public as permitted by law.
- Section 6.6** Notice of all meetings shall be given to the Members by the Council Secretary.
- Section 6.7** Meetings shall be conducted as required by applicable laws.
- Section 6.8** The DFO shall approve the agenda for all NGCC meetings in advance of the meeting.
- Section 6.9** At all meetings of the NGCC, one-third of the membership shall be necessary and sufficient to constitute a quorum for the transaction of business.

ARTICLE VII

SUBCOMMITTEES

- Section 7.1** The NGCC may establish such subcommittees of its members as may be necessary, subject to the provisions of the Federal Advisory Committee Act.
- Section 7.2** Subcommittees may be established by the Chairman of the NGCC at the request of the Board or the NGCC to prepare reports for the consideration of the NGCC that pertain to important issues affecting the transportation of grain as identified by its members.
- Section 7.3** Subcommittees shall terminate when they have completed their responsibilities.
- Section 7.3.1** The members of the subcommittees shall be selected from the NGCC membership on the basis of their training, experience, and general qualifications to deal with the matters assigned.

- Section 7.3.2** The date, time, place, and agenda of all meetings of a subcommittee shall be set by its Chairman, with the approval of the DFO.
- Section 7.3.3** A quorum of a subcommittee shall consist of a majority of its members. Action by such committees shall be by majority vote of those present.
- Section 7.3.4** The meetings of all subcommittees shall be open to the public, except that all or part of a meeting may be closed to the public as permitted by law.
- Section 7.3.5** Records shall be kept by the DFO as required by applicable laws.
- Section 7.3.6** All reports of subcommittees presented to the NGCC for its consideration shall be made in writing and made available to all NGCC members in advance of the NGCC meeting at which the report will be considered.

ARTICLE VIII

RECORDS AND REPORTS

- Section 8.1** Records shall be kept by the DFO as required by applicable laws.
- Section 8.2** The NGCC will report to the Chairman of the Board annually, not later than March 1 of each year. The report shall contain at a minimum a list of the members and their business and E-mail addresses, a description of the NGCC's functions, the dates and places of the meetings held during the year, a summary of the NGCC's activities and recommendations made during its fiscal year, and the sources and disposition of funds. If any subcommittees have been created, a report for each subcommittee shall be included in the annual report. A copy of the report shall be provided to the Board's Committee Management Official.

ARTICLE IX

ANNUAL COST ESTIMATE

Section 9.1 Estimated annual cost to the Government for operating the NGCC is \$1,420, including the use of two Board personnel for a limited number of hours annually.

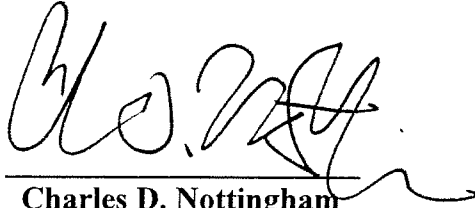
ARTICLE X

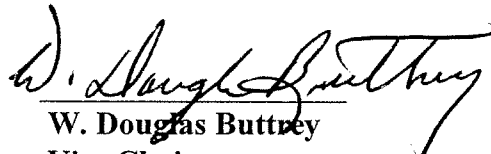
TERMINATION DATE

Section 10.1 Unless renewed by appropriate action prior to its expiration, the NGCC will terminate two (2) years from the date this charter is approved.

Approved:

9-26-07
DATE


Charles D. Nottingham
Chairman


W. Douglas Buttrey
Vice Chairman